

FILED  
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JAN 7 2002

AT THE  
CLERK U.S. DISTRICT COURT  
DISTRICT OF MARYLAND

BY

NATIONAL MORTGAGE  
WAREHOUSE, LLC

Plaintiff,

v.

BANKERS FIRST MORTGAGE  
CO., INC.

Defendants.

\* \* \* \* \*

OFFER OF JUDGMENT

Defendants Kent E. Baklor and Bankers First Mortgage Co., Inc., in accordance with Fed. R. Civ. P. 68, hereby offer to allow judgments to be taken against them as follows:

1. As to Count I (action on note) and Count III (action for fraud, deceit, and misrepresentation) of the Complaint, Bankers First Mortgage Co., Inc. offers to allow judgment to be taken against it, in favor of Plaintiff, National Mortgage Warehouse, LLC, in the amount of 4,894,960.00, inclusive of costs accrued to date. The judgment as to Counts I and III shall be joint and several with the judgment as to Counts II and III against Kent E. Baklor, provided for in ¶ 2, below. Moreover, Bankers First Mortgage Co., Inc. shall retain the ability and right to assert claims for contribution, indemnity, or other relief as against any other persons or entities, including persons or entities not

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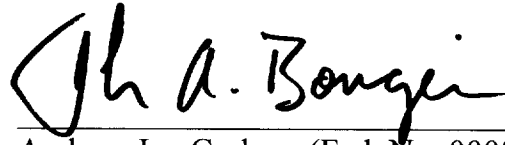
Approved. The Clerk shall enter  
judgment pursuant to Fed. R. Civ. P. 68.  
Catherine C. Baker  
USDC 1/07/02  
none pro fine  
November 30, 2001  
97

already parties to this action, who or which may be liable to National Mortgage Warehouse, LLC, or Bankers First Mortgage Co., Inc. for or on account of the losses asserted in the Complaint.

2. As to Count II (action on guaranty and surety agreement) and Count III (action for fraud, deceit, and misrepresentation) of the Complaint, Kent E. Baklor offers to allow judgment to be taken against him, in favor of Plaintiff, National Mortgage Warehouse, LLC, in the amount of \$4,894,960.00, inclusive of costs accrued to date. The judgment as to Count II and III shall be joint and several with the judgment as to Counts I and III against Bankers First Mortgage Co., Inc., provided for in ¶ 1, above. Moreover, Kent E. Baklor shall retain the ability and right to assert claims for contribution, indemnity, or other relief as against any other persons or entities, including persons or entities not already parties to this action, who or which may be liable to National Mortgage Warehouse, LLC, or Kent E. Baklor for or on account of the losses asserted in the Complaint.

3. If this offer of judgment is accepted, Kent E. Baklor's and Bankers First Mortgage Co., Inc.'s total, joint-and-several debt to National Mortgage Warehouse, LLC, under the judgments provided for in ¶¶ 1 and 2, above, is \$4,894,960.00, and any recovery under any of those Counts shall reduce the indebtedness as to all of the other Counts.

Respectfully submitted,

A handwritten signature in black ink, reading "John A. Bourgeois". The signature is written in a cursive style with a large, stylized initial "J".

Andrew Jay Graham (Fed. No. 00080)

John A. Bourgeois (Fed. No. 11834)

KRAMON & GRAHAM, P.A.

One South Street, Suite 2600

Baltimore, Maryland 21202-3201

(410) 752-6030

(410) 539-1269 (facsimile)

**CERTIFICATE OF SERVICE**

I hereby certify that on this 30<sup>th</sup> day of November 2001, copies of the foregoing document were sent by first-class mail, postage prepaid, to:

Charles F. Obrecht, Jr., Esquire  
Obrecht and Obrecht  
877 Old Baltimore-Annapolis Blvd.  
Suite 101  
Severna Park, Maryland 21146

Walter Weir, Esquire  
Weir & Partners  
The Widener Building, Suite 500  
Philadelphia, Pennsylvania 19107

D. Christopher Ohly, Esquire  
Blank Rome Comisky & McCauley LLP  
250 West Pratt Street, Suite 1100  
Baltimore, Maryland 21201

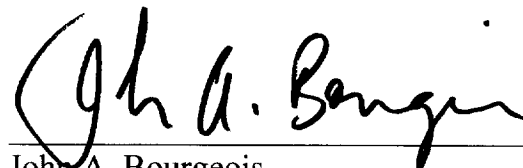
Andrew Radding, Esquire  
David B. Applefeld, Esquire  
Adelberg Rudow Dorf & Hendler, LLC  
600 Mercantile Bank & Trust Bldg.  
2 Hopkins Plaza  
Baltimore, Maryland 21201

Herbert Better, Esquire  
Zuckerman Spaeder Goldstein Taylor & Better  
100 East Pratt Street, Suite 2440  
Baltimore, Maryland 21202

Sidney G. Leech, Esquire  
Goodell DeVries Leech & Dann  
One South Street, 20<sup>th</sup> Floor  
Baltimore, Maryland 21202

Mark D. Maneche, Esquire  
Venable Baetjer & Howard, LLP  
1800 Mercantile Bank & Trust Building  
2 Hopkins Plaza  
Baltimore, Maryland 21201

Harvey Greenberg, Esquire  
29 West Susquehanna Avenue, Suite 700  
Towson, Maryland 21204



John A. Bourgeois